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CONSTITUTION

As amended by the Board on 12 September 2006

**CONSTITUTION
of the
INTERNATIONAL CENTRE FOR LIVING
AQUATIC RESOURCES MANAGEMENT
(ICLARM)**

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CONSTITUTION of the INTERNATIONAL CENTRE FOR LIVING AQUATIC RESOURCES MANAGEMENT

Article I : ESTABLISHMENT

The International Centre for Living Aquatic Resources Management (hereinafter referred to as "ICLARM") also known as the WorldFish Centre is hereby established and governed by this Constitution.

Article II : STATUS

ICLARM is organised exclusively for charitable, educational and scientific purposes under the auspices of the Consultative Group on International Agricultural Research (CGIAR). It has international status and shall be operated and maintained as a non-profit, autonomous international agency, non-political in management, staffing and operations.

Article III : OBJECTIVES

ICLARM's main objective is to conduct and facilitate research that will assist the peoples of the world in rationally developing, conserving and managing their aquatic resources to meet their nutritive and economic needs. ICLARM has been organised to meet this objective primarily through the following activities:

- 1) Either directly or in collaboration with others, conducting research on fish and other aquatic organisms, and on all phases of fish production, management, preservation, distribution and utilisation;
- 2) Improving the efficiency and productivity of culture and capture fisheries through coordinated research, education and training;

- 3) Upgrading the social, economic and nutritional status of peoples in the developing areas of the world through improvement of understanding, technologies and policies relevant to small-scale rural subsistence and market fisheries;
- 4) Working through research toward the development of labour-intensive systems to aid employment and of low-energy systems to minimise capital and cost requirements;
- 5) Publishing and disseminating research findings and recommendations of the Centre; and
- 6) Organising and conducting periodic conferences, forums and seminars whether international, regional, local or otherwise for the purposes of discussing current problems relevant to the management of living aquatic resources.

Article IV : PRINCIPLES

- 1) ICLARM shall plan and perform fisheries research through its own staff and/or in cooperation with partners in both developing and industrialised countries.
- 2) ICLARM shall stimulate and strengthen fisheries research in developing countries through appropriate collaborative activities and through conferences and staff training.

Article V : CAPACITIES, LOCATION

- 1) ICLARM shall possess international legal personality. The Centre shall have the capacity to do and perform all acts and things which are necessary for or incidental to the furtherance of its purposes and activities. This capacity shall include, but not be limited to the following:
 - a) To acquire or obtain any governmental authority, national, municipal or local, foreign or domestic, or otherwise, or from any corporation, company, association, or person or other entity, such charters, franchises, licenses, rights, privileges, assistance, financial

or otherwise, and concessions as are conducive to an necessary for the attainment of the objectives of the Centre;

- b) To receive or acquire from any person, firm, or entity, by donation, grant, exchange, devise, bequest, purchase, or lease, either absolutely or in trust, contributions of such properties, real or personal, including funds and valuable effects or things, as may be useful or necessary to carry out the purpose and objectives of the Centre, and to hold, own operate, use, or dispose of said properties or valuable things;
 - c) To do and perform all acts and things as are necessary, expedient, suitable, or proper for the furtherance or accomplishment of the purpose and the attainment of any or all of the objectives herein stated, or which shall appear, at any time, as conducive to and useful for the activities of the Centre.
- 2) ICLARM shall have its headquarters in Malaysia and may establish research stations, offices and other programmes at other locations in or outside Malaysia as may be determined by the Centre's Board of Trustees after appropriate consultation with the governments and national programmes concerned.

Article VI : ORGANISATION

ICLARM shall be administered by a Board of Trustees (hereinafter also referred to as "The Board"), a Director General and such staff as shall be necessary by the Centre to carry out its activities.

A THE BOARD OF TRUSTEES

1. The Board of Trustees shall be composed of a minimum of eight (8) voting members. The Board is comprised and selected as follows:
 - A minimum of three (3) members at-large elected by the Board.

- A minimum of two (2)) members chosen in consultation with the CGIAR and elected by the Board as CGIAR-nominees.
 - As an ex-officio member, a nominee of the Ministry responsible for fisheries and aquaculture appointed by the Government of the headquarters host country
 - As an ex-officio member, a nominee of the Minister responsible for fisheries and aquaculture in the Government of the Arab Republic of Egypt.
 - As an ex-officio member, the Director General of ICLARM
2. The Board may also invite *observers* to attend the Board. An observer shall have the status of a Constitutionally recognised observer and may participate without the right to vote in meetings of the Board and may formulate for consideration by the Board proposals for appropriate action in regard to matters of concern to the Board.
 3. The members of the Board, except for the ex-officio members whose terms are established by their work appointments or nominating government, shall be appointed for a term of no more than three years. Vacancies among the members-at-large by reason of their retirement, death, incapacity or any other cause may be filled by the Board using the same procedure as for the previous incumbent.
 4. The elected members of the Board, subject to their satisfactory performance, shall be eligible for reappointment to a second term of no more than three years but shall not serve more than two successive terms, except, at the discretion of the Board, in the case of the Board Chair whose second term as a member may be extended in special circumstances to a maximum of four years. To ensure continuity of Board policies and operations, members shall serve staggered terms.
 5. An elected member's term of appointment shall commence on the first day of January or the first day of July, as determined by the Board. The term of

appointment or reappointment shall be for one, two or three whole years.

6. Members of the Board, other than the three ex-officio members, shall serve in their personal capacity and shall not be considered, nor shall they act, as representatives of governments or other organisations. An elected member may not be represented by a substitute and may not be accompanied by any advisors or assistants at Board meetings.
7. Unless decided otherwise by the Board, the membership of an individual member shall lapse if he or she is not in attendance at two consecutive regular meetings of the Board.
8. The Mission Statement of the Board of Trustees, which shall be reviewed annually, is attached as Annex 1 to this Constitution.
9. The Board of Trustees shall have the following powers and duties:
 - a) To act as the policy making body of the Centre and to lay down or approve its priorities and programme activities;
 - b) To review the financial condition of the Centre and approve the budget;
 - c) To review and evaluate the progress reports of the Centre as submitted by the Director General;
 - d) To appoint the Director General and determine the terms (including evaluation procedures and assessment) of his/her service;
 - e) To exercise corporate powers in the conduct of the business and control of properties owned or held by the Centre;
 - f) To approve personnel policies and salary regulations for the Centre;

- g) To approve financial regulations for the Centre;
- h) To delegate any or some of its powers to the Executive Committee hereinafter provided for;
- i) To appoint the external auditor of the Centre and to receive periodic reports on the results of his/her examinations;
- j) To frame rules of procedures for its own working; and
- k) To exercise such other powers and to do such other acts as may be necessary for the proper management of the Centre and promotion of the purpose or objectives for which the Centre was established.

B BOARD OFFICERS

- 1) The officers of the Board of Trustees shall be:

- The Chair;
- The Vice-Chair;
- The Secretary;

and such other officers as the Board of Trustees shall see fit to designate. The Board shall elect the above officers for an initial term of up to two years subject to annual review but may re-elect them for additional periods, subject to the terms of *Article VI (A) (4)* with respect to the positions of Chair and Vice-Chair.

- 2) The Chair of the Board, elected by the Board from among its members, shall preside at all meetings of the Board and supervise all matters with which the Board is concerned. He or she shall be an ex-officio member of all standing committees established by the Board. In the absence or disability of the Chair, the Vice-Chair shall serve as Acting Chair. In the absence or disability of the Chair and the Vice-Chair, the Board shall elect, from among their own number, an Acting Chair.
- 3) Elected by the Board, the Secretary, who need not be chosen from among the Trustees, shall have powers and duties customarily incident to this office. The Board may, however, authorise him or her to act or do

such things deemed necessary or expedient for the Centre. In the absence or disability of the Secretary, the Board shall elect any senior officer of the Centre as the Acting Secretary to serve until the end of the next Board meeting. The Secretary or Acting Secretary, whether or not a member of the Board, shall be subject to the Rules of Procedure of the Board of Trustees.

- 4) The Board is empowered to create such other offices or subsidiary organs and designate officers thereof as may be required by the circumstances and as may be necessary to promote the purpose or objectives of the Centre.

C BOARD MEETINGS

- 1) The Board shall hold at least two regular meetings per year and such additional meetings as it may determine are necessary. The regular meeting at which the annual audited financial statements of the Centre are reviewed shall be designated as the annual meeting of the Board.
- 2) A special meeting of the Board may be called by the Chair or by any three of the Trustees. The business of any such special meeting shall be limited to the purposes specified in the notice of the meeting.
- 3) The Board may also establish a procedure whereby its Chair may obtain a vote of members of the Board on specific questions or issues between meetings of the Board.
- 4) Each regular meeting of the Board shall be held on forty-five (45) days written notice. Each special meeting of the Board shall be held on ten (10) days written notice. The notice, which shall state the time and place of the meeting, shall be signed and communicated by the Secretary.
- 5) At meetings of the Board, a majority of the members of the Board of Trustees, present in person, shall constitute a quorum for the transaction of business.
- 6) Each voting member of the Board shall have one vote except in the case of the Chair who shall have a

casting vote, and decisions of the Board shall be made by a majority of votes cast.

- 7) In the absence of a quorum at the time and place set for a meeting of the Board, those present may proceed with the meeting on condition that any decisions made at the meeting be confirmed by a majority of Trustees by way of a referendum to be conducted by the Secretary immediately after the meeting.
- 8) Upon receiving a notice that a Board meeting will be held, Trustees may submit to the Director General topics they would like to see included as agenda items in the meeting.
- 9) The draft agenda, as prepared by the Director General and approved by the Chair, shall be presented to the full Board for adoption at the start of each meeting.
- 10) The order of business at the regular or special meetings of the Board shall be in accordance with the agenda and schedules approved by the Trustees at the start of these meetings.

D THE EXECUTIVE COMMITTEE

- 1) The Board shall have an Executive Committee composed of a minimum of three (3) members as follows:
 - The Chair of the Board;
 - The Vice-Chair of the Board;
 - The Director General.

Additional members may be elected to the Executive Committee by Board. At least one member of the Committee should have significant financial experience.

- 2) The Executive Committee shall review the implementation and execution of the policies and decisions laid down by the Board and shall exercise the powers and perform the duties delegated to it by the Board. It shall serve in an advisory role to the Board in matters relating to budget, finance,

management and personnel, and shall identify issues that should be brought to the attention of the Board.

- 3) The Executive Committee shall have the power to act for the Board between Board meetings on matters requiring immediate attention. All such actions shall be reported at the next meeting of the Board.
- 4) The Chair of the Board as Chair of the Executive Committee shall preside over all its meetings.
- 5) The Executive Committee shall meet upon request of the Chair or at least two (2) of its members.
- 6) At meetings of the Executive Committee, a majority of members of the Committee, present in person, shall constitute a quorum for the transaction of business. Each member of the Committee shall have one vote and decisions of the Committee shall be made by a simple majority of the votes cast. The Rules and Procedures of the Board of Trustees shall apply to the proceedings of the Executive Committee meeting as appropriate.
- 7) With the exclusion of the Director General, the Executive Committee shall serve as a nominating committee to the Board for the nomination of candidates for the office of Director General.

E BOARD STANDING COMMITTEES

- 1) Aside from the Executive Committee, the Board of Trustees shall also have the following standing committees:
 - The Audit Committee; and
 - The Governance Committee.
- 2) The members of the Audit and the Executive Committee shall be elected by the Board from among its members on the recommendation of the Governance Committee to serve from the end of the meeting in which they are elected to the end of the next annual meeting. The members of the Governance Committee shall be elected by the Board from among its members, on the advice of the Board Chair, to serve from the end of the meeting in which

they are elected to the end of the next annual meeting.

- 3) The Chair of the Audit Committee shall be elected by the Board from among the members of the respective committees on the recommendation of the Governance Committee. The Chair of the Governance Committee shall be elected by the Board from among the members of the Committee on the advice of the Board Chair.
- 4) At all standing committee meetings, a majority (plus one in the case of the Governance Committee) of members of the committee, present in person, shall constitute a quorum for the transaction of business. If, due to the absence or disability of committee members, a quorum is not available, the Chair of the Board may appoint, from among the other members of the Board, committee members to serve during that committee's particular meeting. The Rules and Procedures of the Board of Trustees shall apply to the proceedings of the standing committee meeting as appropriate.
- 5) The committee Chair shall preside over all the respective committee meetings. Each committee member shall be entitled to one vote and committee decisions shall be made by a simple majority of votes cast.
- 6) The Audit Committee, composed of three (3) voting members of the Board excluding the Director General, shall provide assistance to the Board in fulfilling its fiduciary responsibilities relating to the Centre's risk management, accounting, investment, internal control and reporting practices. In this regards, the Audit Committee shall have the following functions and duties:
 - a) Review the annual financial statements of the Centre and recommend to the Board their adoption.
 - b) Ensure that the Centre's accounts and financial statements are properly audited by an independent external auditor and annually recommend to the Board the appointment of an appropriate external auditor.

- c) Ensure that the Centre has an effective internal audit function and recommend to the Board for approval any significant changes to the internal audit arrangements for the Centre.
 - d) Maintain, through regular confidential meetings, a direct line of communication between the Board and the Centre's auditors.
 - e) Ensure the integrity and cooperation of the Centre's management in carrying out the approved policy and procedures relating to the Board-approved risk management framework and in controlling the financial and administrative activities of the Centre, and recommending to the Board the adoption of Statements on Risk Management and Internal Control.
 - f) Review the Centre processes for monitoring compliance with applicable laws, regulations and agreements, and the Centre's code of conduct.
- 7) The Governance Committee, composed of at least three (3) voting members of the Board shall have the following functions and duties:
- a) To monitor and review the composition and performance of the Board and to advise the Board Chair on deficiencies seen to exist in the Board's performance with a view to initiating appropriate remedial action;
 - b) To develop and maintain a file of potential Board members with the assistance, as need be, of the CGIAR's Candidate Information Service;
 - c) To assist the Board in establishing criteria for the choice of new members;
 - d) To identify, obtain *curriculum vitae* and references, and nominate suitably qualified short lists of possible members for election to the Board;
 - e) To provide the Board with nominations for the annual election or reconfirmation by the Board

of its Chair, Vice-Chair, Secretary, and members and Chair of the Audit Committee;

- f) Bearing in mind the desired composition and rotation of the Board, to recommend to the Board on the re-election and term of members eligible for a second term;
 - g) To organise induction, orientation and continuing education of members;
 - h) To carry out performance evaluation of the Board, its officers, Board committees and the Director General;
 - i) To advise the Board on corporate governance guidelines, culture and ethics for the organisation.
- 8) The Board is authorised to create other committees to perform such functions and duties as the Board may designate.

Article VII : THE DIRECTOR GENERAL AND STAFF

- 1) ICLARM shall be managed and administered by a Director General who shall serve under the direction of the Board of Trustees. The Director General's appointment, terms of service and any termination for cause shall be decided by a three-fourth's majority of all voting members of the Board.
- 2) The Director General shall implement the policies and programmes established by the Board and shall be responsible to the Board for operating and managing ICLARM and for assuring that its programmes are properly developed and carried out. He or she is the chief executive officer of ICLARM. As such, the Director General is required to:
 - a) Develop and submit to the Board plans for the implementation of the Centre's programmes, budgets and operational activities;
 - b) Recruit and manage a highly qualified multidisciplinary staff;

- c) Prepare the Centre's annual report;
 - d) Keep and have available, for review by the Board and other appropriate parties, financial accounts and other significant records on a current basis;
 - e) Help ensure the good standing of the Centre with its partners and donors and, as need be, represent ICLARM in the CGIAR System;
 - f) Through the Chair, advise the Board on matters of concern;
 - g) Perform such other functions as are entrusted to him or her by the Board.
- 3) The Director General shall be ICLARM's legal representative and shall, within the limits established by the Board, be empowered to take such actions as shall be necessary for the attainment of ICLARM's purposes. Contracts and agreements which affect the location, expansion or dissolution of ICLARM or major issues of the relationship to the host country are subject to approval by the Board.
- 4) The Director General shall appoint and manage the staff of the Centre in accordance with policies and regulations approved by the Board. Subject to the paramount importance of securing the highest standards of integrity, efficiency, technical and professional competence, due regard shall be paid, in the appointment of staff, to ICLARM's international character.
- 5) Within the limits established by the Board, the Director General may:
- a) Appoint a member of ICLARM's senior staff to act as Director General in his or her absence or incapacity to act; and
 - b) Delegate, to certain members of the staff, authority to sign contracts and other instruments on ICLARM's behalf.

Article VIII : FINANCES

- 1) ICLARM's financial resources shall be primarily obtained from grants provided by donors such as governments, government agencies, international organisations and private charitable foundations. ICLARM is also authorised to receive contributions from other sources for the furtherance of its purposes and activities.
- 2) ICLARM's financial operations shall be conducted in accordance with policies and procedures approved by its Board of Trustees and meeting, as need be, the requirements of the CGIAR.
- 3) No part of the net earnings of the Centre shall go to the benefit of, or be distributed to its trustees, officers, staff or other private persons, except that ICLARM shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it has been established.
- 4) Notwithstanding any other provision in this Constitution, ICLARM shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes for which it has been established.

Article IX : RELATIONSHIPS WITH OTHER ENTITIES

- 1) ICLARM is an integral part of the CGIAR system and fully participates in the framework of this system. In doing so, ICLARM shall cooperate with governments, government agencies, regional and national institutions and other international organisations as may be conducive to furthering the efficient implementation of the Centre's programmes and activities.
- 2) In bidding for research projects, ICLARM shall remain true to the purposes for which it was organised and the research programmes approved by its Board of Trustees.
- 3) Research findings from the Centre's work are not to be considered the propriety rights of any party and

should be published and distributed widely whenever possible.

- 4) ICLARM shall enter into a headquarters agreement with the Government of Malaysia and into appropriate agreements with governments and other countries hosting ICLARM office locations or with whom the Centre has cooperative relationships.
- 5) The signatories to the Agreement to which this Constitution is annexed shall not be liable for the obligations of ICLARM.

Article X : RIGHTS, PRIVILEGES AND IMMUNITIES

- 1) ICLARM, its Trustees, officers and staff shall enjoy, in the territory of countries hosting the Centre's headquarters, satellite or project offices, such rights privileges and immunities as shall be stipulated in the agreements entered into by the Centre with such countries.
- 2) Except as these agreements shall otherwise provide, ICLARM, its Trustees, officers and staff shall be subject to the laws of the countries concerned.

Article XI : AMENDMENTS

This Constitution may be amended at any meeting of the Board of Trustees by a three-fourths majority vote of all its members, provided that notice of such amendment, together with its full text, shall have been sent to all members of the Board at least sixty (60) days in advance of such meeting, unless such notice is waived by all members of the Board.

In addition to the Board's approval, approval from the signatories of the agreement to which this Constitution is annexed, is also required for amendments to Section 5, Article IX.

ICLARM is also required to consult with the governments of its host countries on any amendment which would affect headquarters and other agreements referred to in Section 4, Article IX.

Article XII : DISSOLUTION

- 1) ICLARM may be dissolved by a three-fourths majority of all the members of the Board of Trustees, if it is determined by the Board that the Centre is no longer required or that it will no longer be able to function effectively.
- 2) In case of dissolution, the physical assets of the Centre situated in the host and other collaborating countries shall be retained by such countries and used for similar purposes or distributed to institutions having purposes similar to those of ICLARM following the provisions of headquarter and other agreements entered into by ICLARM with those governments.

Article XIII: TRANSITIONAL PROVISION

ICLARM shall enter into such arrangements as shall be necessary and appropriate for the efficient and orderly transfer to ICLARM of its predecessor's assets and liabilities upon the latter's dissolution.

Annex 1: Board Mission Statement

The Board's primary mission is the setting of policy to ensure achievement of the Centre's stated goals and objectives within the mandate of the CGIAR system. In so doing, it will ensure both the scientific excellence of the Centre and the relevance of the Centre's work for its partners and beneficiaries. The Trustees will promote stewardship, foresight and responsibility by upholding the values of mutual trust, confidence and transparency, thereby demonstrating loyalty to the Centre and to the CGIAR mandate.

The Board will act in trust for all the Centre's stakeholders - its partners, donors, management and staff, the CGIAR System and the general public. The Board recognizes that it has final responsibility for the good functioning of the Centre in a scientific, administrative, financial, managerial and organisational sense and for the Centre's international image.

In order to ensure the success of the Centre, the Board will monitor policy implementation, actively interact with management and staff, and oversee the preparation of clear rules and guidelines for the operation of the Centre. The Board will ensure its own success through a regular process of planning, monitoring and evaluation of its performance.